

ORIGINAL

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC, and  
UBS LOAN FINANCE LLC,

Plaintiffs,

v.

THE FINISH LINE, INC., and  
GENESCO INC.,

Defendants.

) Civil Action No. 07 Civ. 10382 (LAP)

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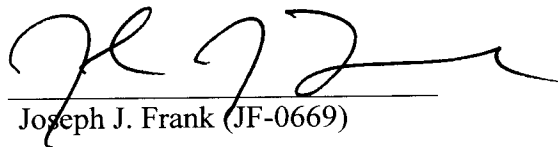
**NOTICE OF MOTION  
TO ADMIT COUNSEL  
PRO HAC VICE**

PLEASE TAKE NOTICE that upon the annexed Declaration of Joseph J. Frank, dated January 30, 2008, the accompanying Declaration of J. Christian Word, dated January 29, 2008, and the exhibit annexed thereto, the undersigned moves this Court for an Order, pursuant to Rule 1.3(c) of the Local Rules for the United States District Court for the Southern and Eastern districts of New York, admitting Christian J. Word to the bar of this Court *pro hac vice* in order to argue and try the above-captioned case as counsel for Plaintiff UBS Securities LLC.

Dated: New York, New York  
January 30, 2008

LATHAM & WATKINS LLP

By:

  
Joseph J. Frank (JF-0669)

885 Third Avenue, Suite 1000  
New York, New York 10022  
(212) 906-1200

Attorneys for Plaintiff  
UBS Securities LLC

JAN 30 2008  
925-6404  
JF

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

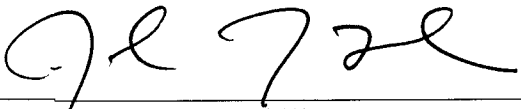
UBS SECURITIES LLC, and	)	Civil Action No. 07 Civ. 10382 (LAP)
UBS LOAN FINANCE LLC,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	<b>DECLARATION OF</b>
THE FINISH LINE, INC., and	)	<b><u>JOSEPH J. FRANK</u></b>
GENESCO INC.,	)	
	)	
Defendants.	)	

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JOSEPH J. FRANK, pursuant to 28 U.S.C. § 1746, hereby declares under the penalty of perjury as follows:

1. I am a member of the New York office of the law firm Latham & Watkins LLP, counsel for UBS Securities LLC, Plaintiff in this action. I submit this Declaration in support of the motion, pursuant to Local Rule 1.3(c) of the Local Rules of the United States District Court for the Southern and Eastern Districts of New York, for an Order granting J. Christian Word admission *pro hac vice* to the bar of the United States District Court for the Southern District of New York in order to argue and try the above-captioned case.
2. I am a member in good standing of the bar of this Court.
3. I have reviewed the Declaration of J. Christian Word in support of the motion for admission *pro hac vice* submitted herewith, and I believe that the declarations are true and correct. J. Christian Word is fully familiar with the facts of this case.
4. Upon the foregoing facts, I respectfully request that the Court grant the motion for the admission *pro hac vice* of J. Christian Word to the bar of the United States District Court for the Southern District of New York.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this  
30 day of January, 2008, in New York, New York.

  
\_\_\_\_\_  
Joseph J. Frank (JF-0669)

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC, and  
UBS LOAN FINANCE LLC,

Plaintiffs,

v.

THE FINISH LINE, INC., and  
GENESCO INC.,

Defendants.

) Civil Action No. 07 Civ. 10382 (LAP)

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) **DECLARATION OF**  
) **J. CHRISTIAN WORD**

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J. CHRISTIAN WORD, pursuant to 28 U.S.C. § 1746, hereby declares under the penalty of perjury as follows:

1. I am a member of the law firm of Latham & Watkins, LLP, located at 555 Eleventh Street NW, Suite 1000, Washington DC, 20004.
2. I submit this Declaration in support of the motion to admit counsel *pro hac vice* in the above-captioned matter. As demonstrated by the Certificates of Good Standing annexed hereto, I am a member in good standing of the State of Virginia Bar, the State of Maryland Bar, and the District of Columbia Bar.
3. There are no pending disciplinary proceedings against me in any State or Federal Court.
4. Wherefore, I respectfully request that I be permitted to appear as counsel and advocate *pro hac vice* in the above-captioned case.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 29<sup>th</sup> day of January, 2008, in New York, New York.

  
J. Christian Word

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC, and	)	Civil Action No. 07 Civ. 10382 (LAP)
UBS LOAN FINANCE LLC,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	<b>ORDER GRANTING MOTION</b>
THE FINISH LINE, INC., and	)	<b>TO ADMIT COUNSEL</b>
GENESCO INC.,	)	<b><u>PRO HAC VICE</u></b>
	)	
Defendants.	)	

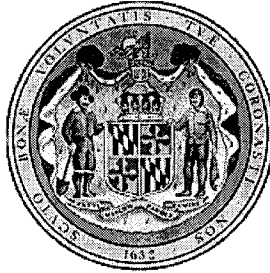
This matter having been brought before the Court by motion to admit J. Christian Word *pro hac vice* to appear and participate as counsel for Plaintiff UBS Securities LLC in the above-captioned action, and the declaration of such attorney having been submitted in support thereof, and it appearing that such attorney is a member in good standing of the bar of the state in which he is admitted to practice law, and that there are no disciplinary proceedings against him as a member of the bar in any jurisdiction; it is

ORDERED that, pursuant to Local Civil Rule 1.3(c) of this Court, J. Christian Word of the State of Virginia Bar, the State of Maryland Bar, and the District of Columbia Bar is admitted *pro hac vice* to practice before this Court as counsel for UBS Securities LLC in these proceedings.

Dated: \_\_\_\_\_, 2008

\_\_\_\_\_  
Honorable Loretta A. Preska  
United States District Judge

**Court of Appeals  
of Maryland**  
Annapolis, MD



***CERTIFICATE OF GOOD STANDING***

*STATE OF MARYLAND, ss:*

*I, Alexander L. Cummings, Clerk of the Court of Appeals of Maryland,  
do hereby certify that on the eighteenth day of December, 1997,*

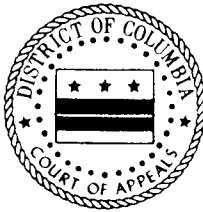
**James Christian Word**

*having first taken and subscribed the oath prescribed by the Constitution and  
Laws of this State, was admitted as an attorney of said Court, is now in good  
standing, and as such is entitled to practice law in any of the Courts of said  
State, subject to the Rules of Court.*

**In Testimony Whereof,** *I have hereunto  
set my hand as Clerk, and affixed the Seal  
of the Court of Appeals of Maryland, this  
twenty-second day of January, 2008.*

*Alexander L. Cummings*

Clerk of the Court of Appeals of Maryland



District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D. C. 20001  
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

J. Christian Word

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was on the 7<sup>th</sup> day of December, 1998

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duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on January 18, 2008.

GARLAND PINKSTON, JR., CLERK

By: *A. Charles*  
Deputy Clerk

# Supreme Court of Virginia

AT RICHMOND

## Certificate

I, Patricia L. Harrington, Clerk of the Supreme Court of Virginia,  
do hereby certify that

JAMES CHRISTIAN WORD

was admitted to practice as an attorney and counsellor at the bar of this Court on  
January 10, 2001.

I further certify that so far as the records of this office are  
concerned, JAMES CHRISTIAN WORD is a member of the bar of this  
Court in good standing.

**Witness** my hand and seal of said Court

This 23rd day of January

A.D. 2008

By: Patricia L. Harrington  
Clerk



UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC, and UBS LOAN  
FINANCE LLC,

Plaintiffs,

-against-

THE FINISH LINE, INC. and GENESCO  
INC.,

Defendants.

07 Civ. 10382 (LAP)

**CERTIFICATE OF SERVICE**

I, Jessica Bengels, hereby certify that on January 30, 2008, true and correct copies of the annexed Notice of Motion to Admit Counsel Pro Hac Vice, dated 1/30/08, Declaration of Joseph J. Frank, dated 1/30/08, Declaration of J. Christian Word, dated 1/29/08, and the undated [Proposed] Order Granting Motion to Admit Counsel Pro Hac Vice, were caused to be served via First Class U.S. Mail upon:

Harvey Kurzweil, Esq.  
James P. Smith, Esq.  
Dewey & LeBoeuf, LLP  
1301 Avenue of the Americas  
New York, New York 10019  
Attorneys for The Finish Line, Inc.

Alan N. Salpeter, Esq.  
Vincent P. Schmeltz  
Dewey & LeBoeuf, LLP  
2 Prudential Plaza  
180 North Stetson Avenue  
Chicago, IL 60601  
Attorneys for The Finish Line, Inc.

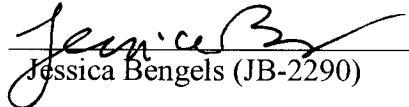
David R. Boyd, Esq.  
Jonathan D. Schiller  
Boies, Schiller & Flexner LLP  
575 Lexington Avenue  
New York, New York 10022  
Attorneys for Genesco, Inc.

- and -

Adam Reese Shaw, Esq.  
Boies, Schiller & Flexner LLP  
10 North Pearl Street, 4<sup>th</sup> Floor  
Albany, New York 12207  
Attorneys for Genesco, Inc.

Dated: January 30, 2008  
New York, New York

LATHAM & WATKINS LLP

By:   
Jessica Bengels (JB-2290)

885 Third Avenue - Suite 1000  
New York, New York 10022  
(212) 906-1200

Attorneys for Plaintiffs UBS  
Securities LLC and UBS Loan  
Finance LLC